

Readopt with amendment Ins 1500, effective 05-01-99 (Document #6895), to read as follows:

CHAPTER Ins 1500 INSURANCE HOLDING COMPANIES

Statutory Authority: RSA 400-A:15 ,I.; RSA 401-B:8

Part Ins 1501 FILINGS

Ins 1501.01 Purpose. The purpose of this chapter is to set forth rules and procedural requirements which the commissioner deems necessary to carry out the provisions of the NAIC Insurance Holding Company System Regulatory Act, RSA 401-B, hereinafter referred to as "the Act". The information called for by this chapter is hereby declared to be necessary and appropriate in the public interest and for the protection of the policyholders in this state. [for reports which every insurer authorized to do business in this state and which is a member of a holding company system or any person acquiring control of a licensed insurer is required to register with the commissioner.]

Ins 1501.02 Definitions.

(a) "Executive officer" means **[any individual charged with active management and control in an executive capacity, including a]** chief executive officer, chief operating officer, chief financial officer, **[president, vice president,]** treasurer, secretary, controller, and any other individual performing functions corresponding to those performed by the foregoing officers under whatever title.

[(b) "Foreign insurer" means an insurer not domiciled in this state including an alien insurer except where clearly noted otherwise.]

[(c)] (b) "Ultimate controlling person" means that person which is not controlled by any other person.

[(d)] (c) Unless the context otherwise requires. [O] other terms found in these parts are used as defined in RSA 401-B:1. Other nomenclature or terminology **[used]** is according to New Hampshire insurance law definitions, or industry usage if not defined by New Hampshire insurance laws.

Ins 1501.03 Forms - General Requirements.

(a) Forms A, B, C, D and E are intended to be guides in the preparation of the statements **[the titles of the reports]** required by RSA 401-B:3, RSA 401-B:3-a, RSA 401-B:4 and RSA 401-B:5. They are not intended to be blank forms which are to be filled in. **[The title page and signature page of each report will be prepared as outlined in appendix 1 through 6.]** The statements filed shall contain the numbers and captions of all items **[in the applicable paragraph of this regulation]**, but the text of the items may be omitted provided the answers thereto are prepared in such a manner as to indicate clearly the scope and coverage of the items. All instructions, whether appearing under the items of the **[regulation] form** or elsewhere **[herein may] therein, are to** be omitted. Unless expressly provided otherwise, if any item is inapplicable or the answer thereto is in the negative, an appropriate statement to that effect shall be made.

(b) **[Three] Six** complete copies of the Form A, and one complete copy of each **other** statement including exhibits and all other papers and documents filed as a part thereof, shall be filed with the **[insurance]** commissioner by personal delivery or mail addressed to: Insurance Commissioner, State of New Hampshire, 21 South Fruit Street, Suite 14, Concord, NH 03301, Attention: Chief Examiner. A copy of Form C shall be filed in each state in which an insurer is authorized to do business, if the commissioner of that state has notified the insurer of its request in writing, in which case the insurer has 15 days from receipt of the notice to file such form. At least one of the copies shall be manually signed in the manner prescribed **[in appendix 6] on the form. Unsigned copies shall be conformed.** If the signature of any person is affixed pursuant to a power of

attorney or **other** similar authority, a copy of the power of attorney or other authority shall also be filed with the statement.

(c) Statements shall be prepared on paper 8 1/2 x 11" in size and **preferably** bound at the top **or the top** left-hand corner **[or left-hand side]**. Exhibits and financial statements, unless specifically prepared for the filing, may be submitted in their original size. All copies of any statement, financial statements [,] or exhibits shall be clear, easily readable and suitable for photocopying. Debits in credit categories and credits in debit categories shall be designated so as to be clearly distinguishable as such on photocopies. Statements shall be in the English language and monetary values shall be stated in United States currency. If any exhibit or other paper or document filed with the statement is in a foreign language, it shall be accompanied by a translation into the English language and any monetary value shown in a foreign currency normally shall be converted into United States currency. **[The rate and date that rate was in effect for such currency conversion shall be clearly indicated.]**

Ins 1501.04 Forms - Incorporation by reference, summaries and omissions.

(a) Information required **[for]** **by** any item of Form A, Form B, **[Form C,]** Form D or Form E may be incorporated by reference in answer or partial answer to any other item. Information contained in any **financial statement, annual report, proxy statement, statement filed with a governmental authority, or any other document** may be incorporated by reference in answer or partial answer to any item of Form A, Form B, **[Form C,]** Form D, or Form E provided **[such]** **the** document or paper is filed as an exhibit to the statement. Excerpts of documents may be filed as exhibits if the documents are extensive. **[Where excerpts of documents have been attached as exhibits that may be taken out of context, the commissioner shall, at any time, require that the complete documents be filed.]** Documents currently on file with the commissioner which were filed within 3 years need not be attached as exhibits. References to information contained in exhibits or in documents already on file shall clearly identify the material and shall specifically indicate that such material is to be incorporated by reference **in answer to the item.** **[Material]** **Matter** shall not be incorporated by reference in any case [,] where **[such]** **the** incorporation would render the statement incomplete, unclear or confusing.

(b) Where an item requires a summary or outline of the provisions of any document, only a brief statement shall be made as to the pertinent provisions of the document. In addition to **[such]** **the** statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with the commissioner which was filed within 3 years and may be qualified in its entirety by such reference. In any case where 2 or more documents required to be filed as exhibits are **substantially** identical in all material respects except as to the parties thereto, the dates of execution, or other details, a copy of only one of **[such]** **the** documents shall be **[required to be]** filed [,] with a schedule identifying the omitted documents and setting forth the material details in which **[such]** **the** documents differ from the documents, **a copy of** which **[was]** **is** filed. **[Where the determination of materiality is disputed the commissioner shall, at any time, require the filing of copies of any omitted documents.]**

Ins 1501.05 Forms - Information Unknown or Unavailable and Extension of Time to Furnish.

(a) Information required shall be given only insofar as it is known or reasonably available to the person filing the statement. If any required information is unknown and not reasonably available to the person filing, either because the obtaining thereof would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person not affiliated with the person filing, the information may be omitted, subject to the following conditions:

(1) The person filing shall give such information on the subject as it possesses or can acquire without unreasonable effort or expense, together with the sources thereof; and

(2) The person filing shall include a statement either showing that unreasonable effort or expense would be involved or indicating the absence of any affiliation with the person within whose knowledge

the information rests and stating the result of a request made to [such] **that** person for the information.

(b) If it is impractical to furnish any required information, document or report at the time it is required to be filed, there **[shall] may** be filed with the commissioner **[as]** a separate document **[an application]**:

- (1) Identifying the information, document or report in question;
- (2) Stating why the filing thereof at the time required is impractical; and

(3) Requesting an extension of time for filing the information, document or report to a specified date. **The request for extension shall be deemed granted unless the commissioner within 60 days after receipt thereof enters an order denying the request.**

Ins 1501.06 Forms - Additional Information and Exhibits. In addition to the information expressly required to be included in Form A, Form B, Form C, Form D and Form E, **[there shall be added] the commissioner may request** such further material information, if any, as **[shall] may** be necessary to make the information contained therein not misleading. **[The commissioner shall request any such further material information.]** The person filing **[shall] may** also file such exhibits as it may desire in addition to those expressly required by the statement. **[Such] The** exhibits shall be so marked as to indicate clearly the subject matters to which they refer. **Changes to Forms A, B, C, D or E shall include on the top of the cover page the phrase: "Change No. (insert number) to" and shall indicate the date of the change and not the date of the original filing.**

Ins 1501.07 **Forms - Amendments.** Any amendment for Form A, Form D and Form E shall include on the top of the title page the phrase: "Amendment No. to " and shall clearly indicate the original filing and the date of the amendment, not the date of the original filing.] **Subsidiaries of Domestic Insurers.** **The authority to invest in subsidiaries under RSA 401-B:2 II is in addition to any authority to invest in subsidiaries which may be contained in any other provision of Title XXXVII.**

Ins 1501.08 Acquisition of Control - Statement Filing. A person required to file a statement pursuant to RSA 401-B:3 shall furnish the **required** information [required for a] **on** Form A **, hereby made a part of this rule. Such person shall also furnish the required information on Form E, hereby made a part of this rule and described in Ins 1501.11..**

Ins 1501.09 Amendments to Form A. The applicant shall [, **within 7 business days after learning of any material**] **promptly advise the commissioner of any** changes in the information furnished on Form A arising subsequent to the date upon which [such] **the** information was furnished but prior to the commissioner's disposition of the application [, **amend the Form A to advise the commissioner of such change**].

Ins 1501.10 Acquisition of Persons Controlling a Domestic Insurer.

(a) If the person being acquired is deemed to be [a person controlling] a "domestic insurer" solely because of the provisions of RSA 401-B:3, [and if such person is not primarily engaged either directly or indirectly through its affiliates in any business other than insurance,] the name of the domestic insurer on the [title] cover page [of Form A shall] should be indicated as follows:

“ _____, a subsidiary of _____
(Insert name of insurance company)
“ _____,
(Insert name of corporation)

(b) Where a **[person controlling a domestic] RSA 401-B:3** insurer is being acquired **[and such person is not primarily engaged either directly or through its affiliates in any business other than insurance]**.

references to "the insurer" contained in Form A shall refer to both the domestic subsidiary insurer and the person being acquired.

[Ins 1501.11 Form A. Use appendix 1 for the title page and appendix 6 for the signature page of this statement.

(a) State the name and address of the domestic insurer to which the application for control relates and a brief description of how control is to be acquired.

(b) Description of the identity and background of the applicant shall:

(1) State the name and address of the applicant seeking to acquire control over the insurer;

(2) If the applicant is not an individual, state the nature of its business operations for the past 5 years or for such lesser period as such person and any predecessors thereof shall have been in existence, including information for such period relating to the acquisition or disposition of control by the applicant of any other person and any subsequent material change in the financial condition, management or operations of such other person;

(3) Describe the business intended to be done by the applicant and its subsidiaries;

(4) Describe any plans or proposals of the applicant for the conduct of the business or employment of the assets and surplus of the company to be acquired;

(5) Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant;

(6) Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant and if less than 100% any other person controlling 10% or more;

(7) If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control;

(8) As to each person specified in such chart or listing, indicate the type of organization, such as corporation, trust, partnership, and the state or other jurisdiction of domicile; and

(9) If court proceedings looking toward a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced;

(c) State the following with respect to the applicant if an individual or all persons who are directors, executive officers or owners of 10 percent or more of the voting securities of the applicant if the applicant is not an individual, and of any person controlled by the applicant that would subsequently control the domestic insurer:

(1) Name and business address;

(2) Present principal business activity, occupation or employment including position and office held, the name, principal business and address of any corporation or other organization in which such employment is carried on;

(3) Previous occupations, positions, offices or employment during the last 5 years including:

a. Starting and ending dates of each;

b. The name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; and

c. If any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith;

(4) Whether such person has ever been convicted in a criminal proceeding, excluding minor traffic violations, during the last 10 years and, if so, the date, nature of conviction, name and location of the court, and penalty imposed or other disposition of the case.

(d) Description of the financial consideration for the proposed transaction shall:

(1) Describe the nature, source and amount of funds or other considerations used or to be used in acquiring control;

(2) If any part of the funds or other consideration is to be borrowed or otherwise obtained for the purpose of acquiring, holding, or trading securities, furnish a description of transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed and copies of all agreements, promissory notes and security arrangements relating thereto;

(3) Explain the rationale or criteria used in determining the nature and amount of such consideration; and

(4) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity to remain confidential, the applicant shall specifically request that the identity be kept confidential;

(e) Describe any plans or proposals which the applicant might have for its proposed subsidiary to declare an ordinary dividend(s), or any plans which the applicant might have for its proposed subsidiary to declare an extraordinary dividend(s) with which the applicant plans to re-pay funds borrowed to purchase the subsidiary.

(f) Describe any plans to liquidate such insurer, to sell its assets, to or merge it with any person or persons, or to make any other material change in its business operations, corporate structure, or management.

(g) State the number of shares of the insurer's voting stock which the applicant, its affiliates and any person listed in (c) above, plan to acquire. Also state the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was determined.

(h) State the amount of each class of any voting stock of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in (c) above.

(i) Give a full description of any contracts, arrangements or understandings with respect to any voting stock of the insurer in which the applicant, its affiliates or any persons listed in (c) above is involved. Such descriptions shall include but not limited to transfer of any of the securities, joint ventures, loan or

option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall also identify the persons with whom such contracts, arrangements or understandings have been entered into;

(j) Describe any purchases of any voting stock of the insurer by the applicant, its affiliates or any person listed in (c) above during the 12 calendar months preceding the filing of this statement. Include in such description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any such shares so purchased are hypothecated, pledged, collaterally assigned or otherwise subject to any security interest.

(k) Describe any recommendations to purchase any voting stock of the insurer made by the applicant, its affiliates or any person listed in (c) above, or at the suggestion of the applicant, its affiliates or any person listed in (c) above during the 12 calendar months preceding the filing of this statement.

(l) Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting stock of the insurer for tender, and the amount of any fees, commissions, or other compensation to be paid to broker-dealers with regard thereto. Give a full description of any contracts, arrangements or understandings between the applicant and any present or former director, officer, or employee of the company, other than contracts, arrangements or understandings entered into in the ordinary course of business with any insurance agent, solicitor, or broker. Identify the persons with whom such contracts, arrangements or understandings have been entered.

(m) Financial statements and exhibits shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(n) The financial statements shall include the annual financial statements of the applicant and such of the applicant's affiliates and subsidiaries that will have direct interest in the proposed acquisition, for the preceding 5 fiscal years, or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence, and similar information covering the period from the end of such person's last fiscal year to a date not earlier than 90 days prior to the filing of this statement. Such statements shall be prepared on an individual basis, or, unless the commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

(o) The annual financial statements of the applicant shall be accompanied by the certificate of an independent certified public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the annual statement of such person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

(p) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting stock of the insurer and, if distributed, of additional soliciting material relating thereto: any proposed employment, consultation, advisory or management contracts concerning the insurer; annual reports to the stockholders of the insurer and the applicant for the last 2 fiscal years; and any additional documents or papers required by Form A or parts thereof.

Ins 1501.11 Pre-Acquisition Notification.

(a) If a domestic insurer, including any person controlling a domestic insurer, is proposing

a merger or acquisition pursuant to RSA 401-B:3, that person shall file a pre-acquisition notification form, Form E, which was developed pursuant to RSA 401-B:3-a.

(b) Additionally, if a non-domiciliary insurer licensed to do business in this state is proposing a merger or acquisition pursuant to RSA 401-B:3-a, that person shall file a pre-acquisition notification form, Form E. No pre-acquisition notification form used need be filed if the acquisition is beyond the scope of RSA 401-B:3-a as set forth in RSA 401-B:3-a II (b).

(c) In addition to the information required by Form E, the commissioner may wish to require an expert opinion as to the competitive impact of the proposed acquisition.

Ins 1501.12 Annual Registration of Insurers - Statement Filing.

An insurer required to file [a] an annual registration statement pursuant to RSA 401-B:4 [I], shall furnish the required information [required for a] on Form B , hereby made a part of these rules.

Ins 1501.13 Summary of Registration - Statement Filing. An insurer required to file an annual registration statement pursuant to RSA 401-B:4 is also required to furnish information required on Form C, hereby made a part of these rules. An insurer shall file a copy of Form C in each state in which the insurer is authorized to do business, if requested by the commissioner of that state.

Ins 1501. [13] 14 Amendments to Form B.

(a) An amendment to Form B shall be filed within 15 days after the end of any month in which there is a material change to the information provided in the annual registration statement [as a Form B with only those items which are being amended reported. Each amendment shall include at the top of the title page “Amendment No. [insert number] to Form B [insert year]”].

[(b) The amendment shall be filed within 15 days after the end of any month, or such specific time as required by RSA 401-B:4 IV, in which the following occurs:

(1) There is a change in the control of the registrant, in which case the entire Form B shall be made current; or

(2) There is a material change in the information previously filed pursuant to RSA 401-B:4 II.

(c) A Form B shall be filed within 120 days after the end of each fiscal year of the ultimate controlling person of the insurance holding company system making current all information in Form B. This annual registration statement shall be identified by the calendar year in which it is filed, subsequent amendments to Form B shall be numbered sequentially.]

(b) Amendments shall be filed in the Form B format with only those items which are being amended reported. Each amendment shall include at the top of the cover page "Amendment No. (insert number) to Form B for (insert year)" and shall indicate the date of the change and note the date of the original filings.

Ins 1501.[14] 15 Alternative and Consolidated Registrations.

(a) Any authorized insurer [licensed in New Hampshire] may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under RSA 401-B:4 [I]. A registration statement may include information not required by the Act regarding any insurer in the insurance holding company system even if [such] the insurer is not [licensed] authorized to do business in this state. [(b)] In lieu of filing a registration statement on Form B, the [licensed foreign] authorized insurer may file a copy of the registration statement or similar report which it is required to file in its state of domicile, provided:

(1) The statement or report contains substantially similar information required to be furnished on Form B; and

(2) The filing insurer is the principal insurance company in the insurance holding company system.

[(c)] (b) The question of whether the filing insurer is the principal insurance company in the insurance holding company system is a question of fact and [A] ~~an~~ insurer filing a registration statement or report in lieu of Form B on behalf of an affiliated insurer, shall set forth a **[simple] brief** statement of facts which will substantiate the filing insurer's claim that it **,in fact,** is the principal insurer in the insurance holding company system.

[(d)] (c) With the prior approval of the commissioner, **[a foreign] an authorized** insurer **[not licensed in New Hampshire]** may follow any of the procedures which **could be done by an authorized** **[are available to a licensed]** insurer under Ins 1501.**[12] 15(a).**

[(e)] (d) Any insurer may take advantage of the provisions of RSA 401-B:4, VI and VII without obtaining the prior approval of the commissioner. The commissioner, however, reserves the right to require individual filings if he **or she** deems such filings necessary in the interest of clarity, ease of administration or the public good.

Ins 1501.15 Exemptions.

(a) A foreign or alien insurer shall not be required to register pursuant to RSA 401-B:4 if:

(1) It is subject to disclosure requirements and standards adopted by statute which are substantially similar to those contained in RSA 401-B:4;

(2) The jurisdiction of its domicile grants a similar exemption to insurers domiciled in the state of New Hampshire; and

(3) A copy of the registration statement or other information filed with the domiciliary state is provided to the commissioner, if requested.

(b) The state of entry of an alien insurer shall be deemed to be its domiciliary state for the purposes of RSA 401-B:4.

(c) Any insurer not otherwise exempt from RSA 401-B:4 may apply for an exemption from the requirements of RSA 401-B:4 by submitting a statement to the commissioner setting forth its reasons for being exempt per RSA 401-B:4 VIII.]

Ins 1501.16 Disclaimers and Termination of Registration.

(a) A disclaimer of affiliation or a request for termination of registration claiming that a person does not, or will not upon the taking of some proposed action, control another person, hereinafter referred to as the "subject", shall contain the following information:

(1) The number of authorized, issued and outstanding voting securities of the subject;

(2) With respect to the person whose control is denied and all affiliates of such person, the number and percentage of shares of the subject's voting securities which are held of record or known to be beneficially owned, and the number of such shares concerning which there is a right to acquire, directly or indirectly;

(3) All material relationships and bases for affiliation between the subject and the person whose control is denied and all affiliates of such person; **[and]**

(4) A statement explaining why **[such]** the person should not be considered to control the subject.

(b) **[After a disclaimer has been filed, the insurer shall be relieved of any duty to register or report under RSA 401-B:4 which may arise out of the insurer's relationship with such person unless and until the commissioner disallows such a disclaimer per RSA 401-B:4 IX.] A request for termination of registration shall be deemed to have been granted unless the commissioner, within 30 days after receipt of the request, notifies the registrant otherwise.**

[Ins 1501.17 Form B. Use appendix 2 for the title page and appendix 6 for the signature page of this statement.

(a) Furnish the exact name of each insurer, registering or being registered, hereinafter called "the registrant," the home office address and principal executive offices of each, the date on which each registrant became part of the insurance holding company system and the method(s) by which control of each registrant was acquired and is maintained.

(b) Furnish a chart or a listing clearly presenting the identities of any interrelationships among all affiliated persons within the insurance holding company system. The chart or listing shall show the percentage of each class of voting stock of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting stock, indicate the basis of such control. As to each person specified in such chart or listing, indicate the type of organization, such as corporation, trust, partnership, and the state or other jurisdiction of domicile.

(c) The following information regarding the insurer, any person controlling the insurer, and the ultimate controlling person in the insurance holding company system shall be furnished:

(1) Name;

(2) Home office address;

(3) Principal executive office address;

(4) The organizational structure of the person, such as corporation, partnership, individual, or trust;

(5) The principal business of the person;

(6) The name and address of any person who holds or owns 10 percent or more of any class of voting security of the ultimate controlling person, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned; and

(7) If court proceedings looking toward a reorganization or liquidation are pending, indicate the title and location of the court, the nature of proceedings and the date when commenced.

(d) The following information for the directors and principal executive officers of the insurer, any person controlling the insurer, and the ultimate controlling person shall be furnished including the individual's name and address, his principal occupation, all offices and positions held during the past 5 years, and any conviction of crimes other than minor traffic violations during the past 10 years.

(e) Affiliated transactions, relationships and agreements shall:

(1) Briefly describe the following transactions currently outstanding between the registrant and its affiliates:

a. Loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the registrant or of the registrant by its affiliates;

b. Purchases, sales or exchanges of assets;

c. Transactions not in the ordinary course of business;

d. Guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the registrant's business;

e. All management and service contracts and all cost-sharing arrangements other than cost allocation arrangements based upon generally accepted accounting principles;

f. Reinsurance agreements covering 50% or more of one or more lines of insurance of the ceding company;

g. Dividends and other distributions to shareholders;

h. Consolidated tax allocation agreements;

i. Any pledge of the registrant's stock and/or of stock of any subsidiary or controlling affiliate, for a loan made to any member of the holding company system; and

j. Other matters concerning transactions between registered insurers and any affiliate previously reported to the commissioner by Forms A, B, D, or E.

(2) Not be required if the information is not material, such as any transactions involving one-half of one percent or less of the registrant's admitted assets as of the 31st day of December next preceding.

(3) Be descriptive in a manner permitting the proper evaluation thereof by the commissioner, and shall at least include, the nature and purpose of the transaction, the nature and amounts of any payments or transfers of assets between the parties, the identity of all parties to such transaction, and relationship of the affiliated parties to the registrant.

(f) A brief description of any litigation or administrative proceedings of the following types, either then pending or concluded within the preceding fiscal year, to which the insurer, any person controlling the insurer, the ultimate controlling person or any of their directors or executive officers was a party or of which the property of any such person is or was the subject providing the names of the parties and the court or agency in which such litigation or proceeding is or was pending:

(1) Criminal prosecutions or administrative proceedings relevant to the trustworthiness of any party thereto; and

(2) Proceedings having the potential to materially effect the solvency or capital structure of the ultimate holding company including, but not necessarily limited to:

- a. Bankruptcy;
- b. Receivership; or
- c. Other corporate reorganizations.

(g) The insurer shall furnish a statement indicating that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

(h) Financial statements and exhibits for registrants shall be attached to the annual registration statement as an appendix unless incorporated therein by reference to such statements or exhibits already filed with the commissioner within the last 3 years.

(i) The financial statements shall include the annual financial statements of the insurer, any person controlling the insurer, and the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

(j) If at the time of the initial registration, the annual financial statements for the latest fiscal year are not available, annual statements for the previous fiscal year may be filed and similar financial information shall be filed for any subsequent period to the extent such information is available. Such financial statements may be prepared on either an individual basis, or unless the commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business. Consolidated statements prepared in accordance with generally accepted accounting principles shall include a schedule of consolidation identifying the consolidated entities and elimination entries.

(k) Unless the commissioner has approved an exception, the annual financial statements shall be accompanied by the certificate of an independent certified public accountant to the effect that such statements present fairly the financial position of the person and the results of its operations for the year, then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the person is an insurer which is actively engaged in the business of insurance, the annual financial statements need not be certified, provided they are based on the annual statement of such insurer filed with the insurance department of the insurer's domiciliary state and are in accordance with requirements of insurance or other accounting principles prescribed or permitted under the law.

(l) Exhibits per (h) above shall include copies of:

- (1) The latest annual reports to shareholders of the ultimate controlling person;
- (2) Proxy material used by the ultimate controlling person during the preceding year; and
- (3) The latest Securities and Exchange Commission 10-K filing of the ultimate controlling person.

Ins 1501.18 Summary of Registration - Statement Filing. Each insurer required to file an annual registration statement pursuant to RSA 401-B:4 shall also be required to furnish information required on Form C. The Form C shall be identified with the calendar year of the annual registration statement. The Form C should reflect all the Form B amendments since the previous annual registration statement.

Ins 1501.19 Form C. Use appendix 3 for the title page and appendix 6 for the signature page of this statement.

(a) Furnish a brief description of all items in the current annual registration statement which represent changes from the prior year's annual registration statement. The description shall be in a manner as to permit the proper evaluation thereof by the commissioner, and shall include specific references to item numbers in the annual registration statement and to the terms contained therein. All material changes since the previous annual registration statement will have been reported as amendments to Form B per Ins 1501.13 during the preceding year.

(b) Changes occurring under item Ins 1501.17 (b), Organizational Chart, insofar as changes in the percentage of each class of voting securities held by each affiliate is concerned, shall be included where such changes result in ownership or holdings of 10 percent or more of voting securities, loss or transfer of control, or acquisition or loss of partnership interest.

(c) Changes occurring under item Ins 1501.17 (d), Biographical Information, shall be included where an individual is, for the first time, made a director or executive officer of the insurer, any person controlling the insurer, or the ultimate controlling person, a director or executive officer terminates his or her responsibilities with the insurer, any person controlling the insurer, or the ultimate controlling person.

(d) If a transaction disclosed on the prior year's annual registration statement has been changed, the nature of such change shall be included. If a transaction disclosed on the prior year's annual registration statement has been effectuated, furnish the mode of completion and any flow of funds between affiliates resulting from the transaction.

(e) The insurer shall furnish a statement that indicates transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions whose purpose it is to avoid statutory threshold amounts and the review that might otherwise occur.

Ins 1501.[20] 17 Transactions Subject to Prior Notice - Notice Filing. An insurer required to give notice of a proposed transaction pursuant to RSA 401-B:5 shall furnish the required information on Form D , **hereby made a part of these rules.**

Ins 1501.[21] 18 Extraordinary Dividends and Other Distributions.

(a) [The time period for the determination of whether a proposed dividend or distribution to shareholders is extraordinary shall be the period of 12 consecutive months ending on the day of the month in which such dividend or distribution is proposed to be made.] **Requests for approval of extraordinary dividends or any other extraordinary distribution to shareholders shall include the following:**

[(b) Notice to the commissioner pursuant to RSA 401-B:5, III of the declaration of an extraordinary dividend or any other extraordinary distribution to shareholders, shall be on a Form D and include the following:]

(1) The amount of the proposed dividend;

[(1)] **(2)** The date established for payment of [such] **the** dividend [or distribution];

[(2)] **(3)** A statement as to whether such dividend or distribution is to be in cash or other property and, if in property:

a. A description thereof;

b. Its cost; and

c. Its fair market value together with an explanation of the basis for valuation;

(4) A copy of the calculations determining the proposed dividend is extraordinary. The work paper shall include the following information:

[(3)] **a.** The amounts, **[and]** dates **and form of payment** of all [such] dividends [,] **or distributions**, including regular dividends **but excluding distributions of the insurer's own securities**, paid [or distributions made] within the period of [the last] 12 consecutive months [,] **ending on the date fixed [including the date proposed]** for payment of the **proposed** dividend for which approval is sought **and commencing on the day after the same day of the same month in the last preceding year:**

b. Surplus as regards policyholders (total capital and surplus) as of the 31st day of December next preceding;

[(4)] **(5)** A [condensed] balance sheet and [condensed] statement of income for the period **intervening** from the last annual statement filed with the commissioner **and [to]** the end of the month preceding the month in which the request for dividend approval is submitted; **and**

[(5)] **(6)** A brief statement as to the effect of such proposed dividend [or distribution] upon [: a. T] the insurer's surplus and the reasonableness of surplus in relation to the insurer's outstanding liabilities [:] and [b. T] the adequacy of surplus relative to the insurer's financial needs.

(b) Subject to RSA 401-B:5 II-a., each registered insurer shall report to the commissioner all dividend and other distributions to shareholders within 15 business days following the declaration thereof, including the same information required by RSA 401-B:5 I (d).

Ins 1501.19 Adequacy of Surplus. The factors set forth in RSA 401-B:5 III are not intended to be an exhaustive list. In determining the adequacy and reasonableness of an insurer's surplus no single factor is necessarily controlling. The commissioner instead will consider the net effect of all of these factors plus other factors bearing on the financial condition of the insurer. In comparing the surplus maintained by other insurers, the commissioner will consider the extent to which each of these factors varies from company to company and in determining the quality and liquidity of investments in subsidiaries, the commissioner will consider the individual subsidiary and may discount or disallow its valuation to the extent that the individual investments so warrant.

[Ins 1501.22 **Form D.** Use appendix 4 for the title page and appendix 6 for the signature page of this statement.

(a) Identify and furnish the following information for each of the parties to the transaction subject to prior notification per RSA 401-B:5:

- (1) Name;
- (2) Home office address;
- (3) Principal executive office address;
- (4) The organizational structure, such as corporation, partnership, individual, or trust;
- (5) A description of the nature of the parties' business operations;
- (6) Relationship, if any, of other parties to the transaction to the insurer filing the notice,

including any ownership or debtor/creditor interest by any other parties to the transaction in the insurer seeking approval, or by the insurer filing the notice in the affiliated parties; and

(7) Where the transaction is with a non-affiliate, the names(s) of the affiliate(s) which will receive, in whole or in substantial part, the proceeds of the transaction;

(b) Furnish the following information for each transaction for which notice is being given:

(1) A statement as to whether notice is being given under RSA 401-B:5.

(2) A statement of the nature of the transaction;

(3) The proposed effective date of the transaction;

(c) Furnish a brief description of the amount and source of funds, securities, property or other consideration for the sale, purchase, exchange, loan, extension of credit, guarantee, or investment, whether any provision exists for purchase by the insurer filing notice, by any party to the transaction, or by any affiliate of the insurer filing notice, a description of the terms of any securities being received, if any, and a description of any other agreements relating to the transaction such as contracts or agreements for services, consulting agreements and the like. If the transaction is not monetary, furnish a description of the consideration, its cost and its fair market value, together with an explanation of the basis for evaluation.

(d) If the transaction involves a loan, extension of credit or a guarantee, a description of the maximum amount which the insurer will be obligated to make available under such loan, extension of credit or guarantee, the date on which the credit or guarantee will terminate, and any provisions for the accrual of or deferral of interest shall be furnished.

(e) If the transaction involves an investment, guarantee or other arrangement, the time period during which the investment, guarantee or other arrangement will remain in effect, together with any provisions for extensions or renewals of such investments, guarantees or arrangements shall be stated and a brief statement as to the effect of the transaction upon the insurer's surplus shall be furnished.

(f) No notice shall be given if the maximum amount which can at any time be outstanding or for which the insurer can be legally obligated under the loan, extension of credit or guarantee is less than, in the case of non-life insurer's, the lesser of 3 percent of the insurer's admitted assets or 25 percent of surplus as regards policyholders or, in the case of life insurers, 3 percent of the insurer's admitted assets, each as of the 31st day of December next preceding.

(g) Loans or extensions of credit to a non-affiliate shall:

(1) If the transaction involves a loan or extension of credit to any person who is not an affiliate, furnish a brief description of the agreement or understanding whereby the proceeds of the proposed transaction, in whole or in substantial part, are to be used to make loans or extensions of credit to, to purchase the assets of, or to make investments in, any affiliate of the insurer making such loans or extensions of credit, and specify in what manner the proceeds are to be used to loan to, extend credit to, purchase assets of or make investments in any affiliate. Describe the amount and source of funds, securities, property or other consideration for the loan or extension of credit;

(2) If the transaction is one involving consideration other than cash, a description of its cost and its fair market value together with an explanation of the basis for evaluation. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus; and

(3) No notice shall be given if the loan or extension of credit is one which equals less than, in the

case of non-life insurer's, the lesser of 3 percent of the insurer's admitted assets or 25 percent of surplus as regards policyholders or, in the case of life insurers, 3 percent of the insurer's admitted assets, each as of the 31st day of December next preceding;

(h) Reinsurance agreement reporting shall include:

(1) If the transaction is a reinsurance agreement or modification thereto, as described in RSA 401-B:5 I (b)(3) a description of the known and/or estimated amount of liability to be ceded and/or assumed in each calendar year, the period of time during which the agreement will be in effect, and a statement whether an agreement or understanding exists between the insurer and non-affiliate to the effect that any portion of the assets constituting the consideration for the agreement will be transferred to one or more of the insurer's affiliates shall be furnished. A brief description of the consideration involved in the transaction, and a brief statement as to the effect of the transaction upon the insurer's surplus shall also be furnished; and

(2) No notice shall be given for reinsurance agreements or modifications thereto if the reinsurance premium or a change in the insurer's liabilities in connection with the reinsurance agreement or modification thereto is less than 5 percent of the insurer's surplus as regards policyholders, as of the 31st day of December next preceding;

(i) Management agreements, service agreements and cost-sharing arrangements shall include:

(1) For management and service agreements:

a. A brief description of the managerial responsibilities, or services to be performed;
and

b. A brief description of the agreement, including a statement of its duration, together with brief descriptions of the basis for compensation and the terms under which payment or compensation is to be made;

(2) For cost-sharing arrangements:

a. A brief description of the purpose of the agreement;

b. A description of the period of time during which the agreement is to be in effect;

c. A brief description of each party's expenses or costs covered by the agreement;
and

d. A brief description of the accounting basis to be used in calculating each party's costs under the agreement.

Ins 1501.23 Pre-acquisition notification. If a domestic insurer, including any person controlling a domestic insurer, is proposing a merger or acquisition pursuant to RSA 401-B:3-a with an insurer licensed to do business in this state, that person shall file a Form E. Additionally, if a non-domiciliary insurer licensed to do business in this state is proposing a merger or acquisition pursuant to RSA 401-B:3-a with another insurer licensed to do business in this state, that person shall file a Form E. In addition to the information required by Form E, The commissioner may require an expert opinion as to the competitive impact of the proposed acquisition.

Ins 1501.24 Form E. Use appendix 5 for the title page and appendix 6 for the signature page of this statement.

(a) State the names and addresses of the persons who hereby provide notice of their involvement in a pending acquisition or change in corporate control of an insurer licensed in this state.

(b) State the names and addresses of the persons affiliated with those listed above. Describe their affiliations.

(c) State the nature and purpose of the proposed merger or acquisition.

(d) State the nature of the business performed by each of the persons identified above.

(e) State specifically what market and market share in each relevant insurance market the persons identified above currently provide in this state. Provide historical market and market share information for the past 5 years and identify the source of such data. For the purposes of this requirement, market means direct written insurance premium in this state for a line of business contained in the annual statement required to be filed by insurers licensed to do business in this state.]

Form ASTATEMENT REGARDING THE ACQUISITION OF
CONTROL OF OR MERGER WITH A DOMESTIC INSURER_____
Name of Domestic Insurer

BY

Name of Acquiring Person (Applicant)Filed with the Insurance Department of the State of
New Hampshire

Dated: _____, [19] 20

Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning [T]
this Statement Should [B] be Addressed:_____

_____**ITEM 1. METHOD OF ACQUISITION****State the name and address of the domestic insurer to which this application relates and a brief description of how control is to be acquired.****ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT****(a) State the name and address of the applicant seeking to acquire control over the insurer.****(b) If the applicant is not an individual, state the nature of its business operations for the past 5 years or for such lesser period as such person and any predecessors thereof shall have been in existence. Briefly describe the business intended to be done by the applicant and the applicant's subsidiaries.****(c) Furnish a chart or listing clearly presenting the identities of the interrelationships among**

the applicant and all affiliates of the applicant. No affiliate need be identified if its total assets are equal to less than 1/2 of one percent of the total assets of the ultimate controlling person affiliated with the applicant. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g. corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

State the following with respect to (1) the applicant if (s)he is an individual or (2) all persons who are directors, executive officers or owners of 10 percent or more of the voting securities of the applicant if the applicant is not an individual.

(a) Name and business address;

(b) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employed is carried on;

(c) Material occupations, positions, offices or employment during the last 5 years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith.

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last 10 years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Describe the nature, source and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purposes of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.

(b) Explain the criteria used in determining the nature and amount of such consideration.

(c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity of the lender to remain confidential, he must specifically request that the identity be kept confidential.

ITEM 5. FUTURE PLANS OF INSURER

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate the insurer, to sell its assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement of acquisition, and a statement as to the method by which the fairness of the proposal was arrived at.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

State the amount of each class of any voting security of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom the contracts, arrangements or understandings have been entered into.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Describe any purchases of any voting securities of the insurer by the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement. Include in the description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any shares so purchased are hypothecated.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements and exhibits shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statements of the persons identified in Item 2(c) for the preceding 5 fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such person's last fiscal year, if the information is available. The statements may be prepared on either an individual basis, or, unless the commissioner otherwise requires, on a consolidated basis if

consolidated statements are prepared in the usual course of business.

(c) The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided by are based on the annual statement of the person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and rules of the state.

(d) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory or management contracts concerning the insurer, annual reports to the stockholders of the insurer and the applicant for the last 2 fiscal years, and any additional documents or papers required by Form A or rule Sections 4 and 6.

ITEM 13. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of RSA 401-B:3 _____ has caused this application to be
duly signed on its behalf in the City of _____ and State of _____ on the
day of _____, 20 _____.

(SEAL) _____

Name of Applicant

BY _____

(Name)(Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated
_____ , 20 _____ , for an on behalf of _____ (Name of Applicant); that (s)he is
the _____ (Title of Officer) of such company and that (s)he is authorized to execute and file
such instrument. Deponent further says that (s)he is familiar with the instrument and the contents thereof,
and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) _____

(Type or print name beneath)

Form BINSURANCE HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENTFiled with the Insurance Department of the State of
New Hampshire

BY

Name of Registrant

On Behalf of the Following Insurance Companies

Name Address

_____	_____
_____	_____
_____	_____
_____	_____

Date:_____, [19] 20_____Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning This
Statement Should Be Addressed:

ITEM 1. IDENTITY AND CONTROL OF REGISTRANT

Furnish the exact name of each insurer registering or being registered (hereinafter called "the Registrant"), the home office address and principal executive offices of each; the date on which each registrant became part of the insurance holding company system; and the method(s) by which control of each registrant was acquired and is maintained.

ITEM 2. ORGANIZATIONAL CHART

Furnish a chart or listing clearly presenting the identifies of and interrelationships among all affiliated persons within the insurance holding company system. No affiliate need be shown if its total

assets are equal to less than 1/2 of one percent of the total assets of the ultimate controlling person within the insurance holding company system. The chart or listing should show the percentage of each class of voting securities of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting securities, indicate the basis of control. As to each person specified in the chart or listing indicate the type of organization (e.g., - corporation, trust, partnership) and the state or other jurisdiction of domicile.

ITEM 3. THE ULTIMATE CONTROLLING PERSON

As to the ultimate controlling person in the insurance holding company system furnish the following information:

(a) Name;

(b) Home office address;

(c) Principal executive office address;

(d) The organizational structure of the person, i.e., corporation, partnership, individual, trust, etc.;

(e) The principal business of the person;

(f) The name and address of any person who holds or owns 10 percent or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned;

(g) If court proceedings involving a reorganization or liquidation are pending, indicate the title and location of the court, the nature of proceedings and the date when commenced.

ITEM 4. BIOGRAPHICAL INFORMATION

Furnish the following information for the directors and executive officers of the ultimate controlling person: the individual's name and address, his or her principal occupation and all offices and positions held during the past 5 years, and any conviction of crimes other than minor traffic violations during the past 10 years.

ITEM 5. TRANSACTIONS AND AGREEMENTS

Briefly describe the following statements in force, and transactions currently outstanding or which have occurred during the last calendar year between the registrant and its affiliates:

(a) Loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the registrant or of the registrant by its affiliates;

(b) Purchases, sales or exchanges of assets;

(c) Transactions not in the ordinary course of business;

(d) Guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the registrant's business;

(e) All management agreements, service contracts and all cost-sharing arrangements;

(f) Reinsurance agreements;

(g) Dividends and other distributions to shareholders;

(h) Consolidated tax allocation agreements; and

(i) Any pledge of the registrant's stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

No information need be disclosed if such information is not material for purposes of Section 4 of this Act.

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of one percent or less of the registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material.

The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include at least the following: the nature and purpose of the transaction, the nature and amounts of any payments or transfers of assets between the parties, the identify of all parties to the transaction, and relationship of the affiliated parties to the registrant.

ITEM 6. LITIGATION OR ADMINISTRATIVE PROCEEDINGS

A brief description of any litigation or administrative proceedings of the following types, either then pending or concluded within the first preceding fiscal year, to which the ultimate controlling person or any of its directors or executive officers was a party or of which the property for any such person is or was the subject; give the names of the parties and the court or agency in which the litigation or proceeding is or was pending:

(a) Criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party thereto; and

(b) Proceedings which may have a material effect upon the solvency or capital structure of the ultimate holding company including, but not necessarily limited to, bankruptcy, receivership or other corporate reorganizations.

ITEM 7. STATEMENT REGARDING PLAN OR SERIES OF TRANSACTIONS

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or services of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements and exhibits should be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statements of the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

If at the time of the initial registration, the annual financial statements for the latest fiscal year are not available, annual statements for the previous fiscal year may be filed and similar financial information

shall be filed for any subsequent period to the extent such information is available. Such financial statements may be prepared on either an individual basis; or, unless the commissioner otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business.

Unless the commissioner otherwise permits, the annual financial statements shall be accompanied by the certificate of an independent public accountant to the effect that the statements present fairly the financial position of the ultimate controlling person and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the ultimate controlling person is an insurer which is actively engaged in the business of insurance, the annual financial statements need not be certified, provided they are based on the annual statement of the insurer filed with the insurance department of the insurer's domiciliary state and are in accordance with requirements of insurance or other accounting principles prescribed or permitted under the law and rules of that state.

(c) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy material used by the ultimate controlling person; and any additional documents or papers required by Form B or Ins 1501.03 and Ins 1501.05.

ITEM 9. FORM C REQUIRED

A Form C, Summary of Registration Statement, must be prepared and filed with this Form B.

ITEM 10. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of RSA 401-B:4, registrant has caused this annual registration statement to be duly signed on its behalf in the city of _____ and state of _____ on the _____ day of _____, 20____.

(SEAL) _____

Name of Applicant

BY _____

(Name)(Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated _____, 20____, for an on behalf of _____ (Name of Applicant); that (s)he is the _____ (Title of Officer) of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge.

information and belief.

(Signature) _____

(Type or print name beneath) _____

Form C

SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Department of the State of
New Hampshire

BY

Name of Registrant

On Behalf of the Following Insurance Companies

Name

Address

Date: [19] 20

Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning This
Statement Should Be Addressed:

Furnish a brief description of all items in the current annual registration statement which represent changes from the prior year's annual registration statement. The description shall be in a manner as to permit the proper evaluation thereof by the commissioner, and shall include specific references to item numbers in the annual registration statement and to the terms contained therein.

Changes occurring under Item 2 of Form B insofar as changes in the percentage of each class of voting securities held by each affiliate is concerned, need only be included where such changes are ones which result in ownership or holdings of 10 percent or more of voting securities, loss or transfer of control, or acquisition or loss of partnership interest.

Changes occurring under Item 4 of Form B need only be included where an individual is, for the

first time, made a director or executive officer of the ultimate controlling person; a director or executive officer terminates his or her responsibilities with the ultimate controlling person; or in the event an individual is named president of the ultimate controlling person.

If a transaction disclosed on the prior year's annual registration statement has been changed, the nature of such change shall be included. If a transaction disclosed on the prior year's annual registration statement has been effectuated, furnish the mode of completion and any flow of funds between affiliates resulting from the transaction.

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions whose purpose it is to avoid statutory threshold amounts and the review that might otherwise occur.

SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

Pursuant to the requirements of RSA 401-B:4, registrant has caused this annual registration statement to be duly signed on its behalf in the city of _____ and state of _____ on the _____ day of _____, 20____.

(SEAL) _____

Name of Applicant

BY _____

(Name)(Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated _____, 20____, for and on behalf of _____ (Name of Applicant); that (s)he is the _____ (Title of Officer) of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) _____

(Type or print name beneath) _____

Form D

PRIOR NOTICE OF A TRANSACTION

Filed with the Insurance Department of the State of
New Hampshire

BY

Name of Registrant

On Behalf of the Following Insurance Companies

Name

Address

Date: [19] 20

Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning This
Statement Should Be Addressed:

ITEM 1. IDENTITY OF PARTIES TO TRANSACTION**Furnish the following information for each of the parties to the transaction:****(a) Name;****(b) Home office address;****(c) Principal executive office address;**

(d) The organizational structure, i.e. corporation, partnership, individual, trust, etc.;

(e) A description of the nature of the parties' business operations;

(f) Relationship, if any, of other parties to the transaction to the insurer filing the notice, including any ownership or debtor/creditor interest by any other parties to the transaction in the insurer seeking approval, or by the insurer filing the notice in the affiliated parties;

(g) Where the transaction is with a non-affiliate, the name(s) of the affiliate(s) which will receive, in whole or in substantial part, the proceeds of the transaction.

ITEM 2. DESCRIPTION OF THE TRANSACTION

Furnish the following information for each transaction for which notice is being given:

(a) A statement as to whether notice is being given under RSA 401-B:5 I (b) (1), (2), (3), (4) and (5);

(b) A statement of the nature of the transaction; and

(c) The proposed effective date of the transaction.

ITEM 3. SALES, PURCHASES, EXCHANGES, LOANS, EXTENSIONS OF CREDIT, GUARANTEES OR INVESTMENTS

Furnish a brief description of the amount and source of funds, securities, property or other consideration for the sale, purchase, exchange, loan, extension of credit, guarantee, or investment, whether any provision exists for purchase by the insurer filing notice, by any party to the transaction, or by any affiliate of the insurer filing notice, a description of the terms of any securities being received, if any, and a description of any other agreements relating to the transaction such as contracts or agreements for services, consulting agreements and the like. If the transaction involves other than cash, furnish a description of the consideration, its cost and its fair market value, together with an explanation of the basis for evaluation.

If the transaction involves a loan, extension of credit or a guarantee, furnish a description of the maximum amount which the insurer will be obligated to make available under such loan, extension of credit or guarantee, the date on which the credit or guarantee will terminate, and any provisions for the accrual of or deferral of interest.

If the transaction involves an investment, guarantee or other arrangement, state the time period during which the investment, guarantee or other arrangement will remain in effect, together with any provisions for extensions or renewals of such investments, guarantees or arrangements. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given if the maximum amount which can at any time be outstanding or for which the insurer can be legally obligated under the loan, extension of credit or guarantee is less than (a) in the case of non-life insurers, the lesser of 3 percent of the insurer's admitted assets or 25 percent of surplus as regards policyholders, or (b) in the case of life insurers, 4 percent of the insurer's admitted assets, each as of the 31st day of December next preceding.

ITEM 4. LOANS OR EXTENSIONS OF CREDIT TO A NON-AFFILIATE

If the transaction involves a loan or extension of credit to any person who is not an affiliate, furnish a brief description of the agreement or understanding whereby the proceeds of the proposed transaction, in whole or in substantial part, are to be used to make loans or extensions of credit to, to purchase the

assets of, or to make investments in, any affiliate of the insurer making such loans or extensions of credit, and specify in what manner the proceeds are to be used to loan to, extend credit to, purchase assets of or make investments in any affiliate. Describe the amount and source of funds, securities, property or other consideration for the loan or extension of credit and, if the transaction is one involving consideration other than cash, a description of its costs and its fair market value together with an explanation of the basis for evaluation. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given if the loan or extension of credit is one which equals less than, in the case of non-life insurers, the lesser of 3 percent of the insurer's admitted assets or 25 percent of surplus as regards policyholders or, with respect to life insurers, 3 percent of the insurer's admitted assets, each as of the 31st day of December next preceding.

ITEM 5. REINSURANCE

If the transaction is a reinsurance agreement or modification thereto, as described by RSA 401-B:5 I (b)(3), furnish a description of the known and/or estimated amount of liability to be ceded and/or assumed in each calendar year, the period of time during which the agreement will be in effect, and a statement whether an agreement or understanding exists between the insurer and non-affiliate to the effect that any portion of the assets constituting the consideration for the agreement will be transferred to one or more of the insurer's affiliates. Furnish a brief description of the consideration involved in the transaction, and a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given for reinsurance agreements or modifications thereto if the reinsurance premium or a change in the insurer's liabilities in connection with the reinsurance agreement or modification thereto is less than 5 percent of the insurer's surplus as regards policyholders, as of the 31st day of December next preceding.

ITEM 6. MANAGEMENT AGREEMENTS, SERVICE AGREEMENTS AND COST-SHARING ARRANGEMENTS

For management and services agreements, furnish:

(a) A brief description of the managerial responsibilities, or services to be performed;

(b) A brief description of the agreement, including a statement of its duration, together with brief descriptions of the basis for compensation and the terms under which payment or compensation is to be made.

For cost-sharing arrangements, furnish:

(a) A brief description of the purpose of the agreement;

(b) A description of the period of time during which the agreement is to be in effect;

(c) A brief description of each party's expenses or costs covered by the agreement;

(d) A brief description of the accounting basis to be used in calculating each party's costs under the agreement.

ITEM 7. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of RSA 401-B:5, _____ has caused this application to be
duly signed on its behalf in the city of _____ and state of
 _____ on the _____ day of _____, 20 _____.

(SEAL) _____

Name of Applicant

BY _____

(Name)(Title)Attest:_____
(Signature of Officer)_____
(Title)**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached application dated
 _____, 20 _____, for an on behalf of _____ (Name of Applicant); that (s)he
is the _____ (Title of Officer) of such company and that (s)he is authorized to execute
and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents
thereof, and that the facts therein set forth a true to the best of his/her knowledge, information and belief.

(Signature) _____

(Type or print name beneath) _____

Form E

PRE-ACQUISITION NOTIFICATION **FORM**
 REGARDING THE POTENTIAL COMPETITIVE IMPACT
 OF A PROPOSED MERGER OR ACQUISITION BY A
 NON-DOMICILIARY INSURER DOING BUSINESS IN THIS STATE
 OR BY A DOMESTIC INSURER

 Name of Applicant

[Other Authorized Insurance Companies] Name of Other Person
 Involved in Merger or Acquisition

File with the Insurance Department of the State of New Hampshire

Dated: _____, 20

Name, title, [A] address **and telephone number of person completing this statement:**

**[Filed with the Insurance Department of the State of
 New Hampshire**

Dated: _____, 19

**Name, Title, Address and Telephone Number of Individual
 to Whom Notices and Correspondence Concerning
 This Statement Should Be Addressed:**

 _____]

ITEM 1. NAME AND ADDRESS

State the names and addresses of the persons who hereby provide notice of their involvement in a pending acquisition or change in corporate control.

ITEM 2. NAME AND ADDRESSES OF AFFILIATED COMPANIES

State the names and addresses of the persons affiliated with those listed in Item 1. Describe their affiliations.

ITEM 3. NATURE AND PURPOSE OF THE PROPOSED MERGER OR ACQUISITION

State the nature and purpose of the proposed merger or acquisition.

ITEM 4. NATURE OF BUSINESS

State the nature of the business performed by each of the persons identified in response to Item 1 and Item 2.

ITEM 5. MARKET AND MARKET SHARE

State specifically what market and market share in each relevant insurance market the persons identified in Item 1 and Item 2 currently enjoy in this state. Provide historical market and market share data for each person identified in Item 1 and Item 2 for the past 5 years and identify the source of such data.

For purposes of this question, market means direct written insurance premium in this state for a line of business as contained in the annual statement required to be filed by insurers licensed to do business in this state.

[SIGNATURE]

Pursuant to the requirements of RSA 401-B and rules adopted by the New Hampshire Insurance Commissioner

(Name of Applicant)

**has caused this application to be duly signed on its behalf
in the City of _____ and State of _____
, on the _____ day of _____
, 19____**

(SEAL)

(Name of Applicant)

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

**The undersigned deposes and says that he has duly executed the
attached application dated _____, 19____
for and on behalf of _____;
(Name of Applicant)
That he is the _____ of such company,
(Title of Officer)
and that he is authorized to execute and file such instrument.
Deponent further says that he is familiar with such instrument
and contents thereof, and that the facts therein set forth are
true to the best of his knowledge, information and belief.**

(SIGNATURE) _____
(Type or print name beneath)]

(ins1500ipat022807)